

## Exhibit A

# Meeting Notes

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Date:

Author:

RE: Meeting with Bill Phelan, President Knowledge Works, to discuss Payment Information Network

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## Overview

Credit bureau reports do not include information about a legal entity's lease obligations and payment history. Using their own leasing systems leasing companies may be able to determine all of the leases a customer has with that lessor, but they cannot currently determine the total number of leases a customer has – including leases with other lessors – and their payment histories. Knowledge Works (“KW”) intends to provide the equipment leasing industry with an Internet-based lease payment inquiry service that will provide this missing credit information. Basically, leasing companies subscribing to the service will provide KW with electronic reports on lessees' lease obligations and payment history. In return, subscribers will be able to inquire on legal entities (lessees) and get payment history reports on all the entities' leases. Strict anonymity will be maintained so that an inquirer cannot identify the lessor. In addition, security on the web site will prevent unauthorized users from accessing payment history information. KW will charge subscribers individually negotiated charges per inquiry transactions. In addition, KW may pay (or credit against charges) leasing companies for information they have provided when it is inquired on. KW envisions that The Payment Information Network (“PIN”) will be the first of several Internet-based services it will provide to lessors.

Actors – the entities, or roles, that will be involved in the system, and how they will use or interact with the PIN system.

### Lessors subscribing to the PIN Service

1. Set up PIN Subscriber account (except that which affects billing).
2. Maintain PIN Subscriber account information (except that which affects billing).
3. Inquire on PIN Subscriber account information, usage, billing charges.
4. Create an authorized PIN Service user.
5. Maintain authorized PIN Service user information.
6. Contact KW (via web email).
7. Electronically transmit lease payment history reports to KW/PIN.
8. (Potential/Optional) Transmit lease payment history reports non-electronically to KW/PIN (This feature requires more research to determine the requirement and determine implementation approach. One idea is to OCR scan reports mailed or faxed from the lessors).

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9. Be billed for PIN Service usage (Billing model to be determined. May include monthly charges, per user charges, usage (inquiry transaction) charges, and volume discounts).
10. (Potential/Optional) Receive "royalty" payments for inquiries requested for payment history information that they have provided. (This option may be used as an incentive to get large lessors to participate in the service. Royalties may be paid directly or credited against the lessor's service charges).

**Authorized PIN Service User will be able to:**

1. Log on the PIN Service.
2. Maintain authorized user information.
3. Request/view a legal entity's lease payment history inquiry.
4. Contact KW (via web email).
5. Contact KW/PIN Customer Service for assistance. (Telephone/fax service. Does not require system functionality).

**Web User (including authorized PIN Service users and non-users)**

1. Tour site
2. Read "About Knowledge Works."
3. Read "Employment Opportunities."
4. Access link to ELA (Equipment Leasing Association) web site.
5. Contact KW (via web email).

**Lessee**

1. May be contacted by KW/PIN Data Consultants to verify lease payment history information submitted by lessors.
2. No direct system use/access capabilities.

**Equipment Leasing Association (ELA)**

1. URL link to ELA web site.
2. URL link from ELA web site.

**KW/PIN Admin/Accounting User**

1. Log on to system.
2. Set up PIN Subscriber accounts (including inquiry charge and royalty terms).
3. Maintain PIN Subscriber account information.
4. Inquire on PIN Subscriber account information, usage, billing charges.
5. Adjust PIN Subscriber account (billing) information.
6. Generate billing reports.
7. Generate royalty reports.

**KW/PIN Customer Service User**

1. Log on to system.
2. Perform payment history inquiries (same as Subscriber).
3. Perform payment history inquiries (advanced functionality that includes "list of similars").
4. Set up PIN Subscriber accounts (including inquiry charge and royalty terms).
5. Maintain PIN Subscriber account information.
6. Inquire on PIN Subscriber account information, usage, billing charges.
7. Adjust PIN Subscriber account (billing) information.
8. Create an authorized PIN Service user.

9. Maintain authorized PIN Service user information.

#### **KW/PIN Data Consultant**

1. Log on to system.
2. Perform payment history inquiries (same as Subscriber).
3. Perform payment history inquiries (advanced functionality that includes “list of similars”).
4. Monitor data transmittal process from Lessors.
5. Generate data transmittal process reports.
6. Generate data inquiry usage reports.
7. Confirm lease payment history information with lessees and lessors.
8. Edit lease payment history report information to correct errors.
9. Enter lease payment history report information.
10. (Potential/Optional) OCR scan lease payment history report information into the database.

#### **KW/PIN System Administrator**

1. Set up and maintain KW/PIN user information.
2. Monitor system/site usage, performance, problems, and security (using third-party tools).

#### **All KW/PIN Users**

1. Perform ad-hoc database queries (using third-party query tools).
2. Generate ad-hoc database reports (using third-party report writer tools).

#### **PIN Service Operations (probably outsourced to Internet hosting or application service provider).**

1. Host/operate PIN Service system.
2. Maintain PIN Service system Internet connections.
3. Monitor and respond to system usage, performance, problems, and security.
4. Manage PIN Service database.
5. Manage PIN Service production software releases.
6. Manage PIN Service hardware.
7. Perform PIN Service backup, off-site storage, and recovery.
8. Plan for, and provide business interruption contingency services.

#### **Business Processes – How the service will work.**

##### **Create a new PIN Service Subscriber Account**

Before a subscriber can use the PIN system (provide lease payment report data or perform inquiries, they must be set up as a PIN Service Subscriber. Subscriber information will include things like the subscriber entity’s name, address, contacts, email address, billing information, level of PIN service (if different levels of service are created, service rates to be used for billing the subscriber, and (optionally) royalty rates for paying/crediting the subscriber for data provided.

There will be at least two ways of signing up a new subscriber – online and with the assistance of the KW/PIN administrators:

- Large subscribers are likely to have custom billing and royalty rates requiring that a contract first be negotiated. In these cases, a KW/PIN Admin/Accounting user will set up the Subscriber account and notify the subscriber (via email, telephone, or mail) that their account has been created.

- Some subscribers may be able to sign up for a standard service with standard, published billing rates. In this case it should be possible for the subscriber to set up an account themselves online. There may need to be some kind of KW/PIN verification performed before the account can be activated, however. In that case, the subscriber would be notified that their application has been received and Admin/Accounting would be notified of an application to verify. Once the application has been verified, Admin/Accounting would notify the subscriber that their account has been activated.

Each Subscriber will have a unique, system-generated Subscriber ID.

Each Subscriber will have a subscriber status – pending, disapproved, activated, deactivated. *[More details are needed about subscriber statuses and rules].*

When set up, each new account will have at least one Subscriber User created with “Administrator” capabilities. The Subscriber Administrator will have the ability to maintain subscriber information and create/maintain subscriber users.

#### **Create a new PIN system user**

There will be two types of PIN system users: subscriber users and KW/PIN users.

There will be at least two types (roles) of subscriber users: Subscriber Administrators and regular users. Each subscriber account will have at least one user assigned the Subscriber Administrator role. The Subscriber Administrator will have the ability to maintain subscriber information and create/maintain subscriber users, maintain subscriber user information and status, as well as perform regular user functions. Regular subscriber users will be able to perform inquiries. *[More information is needed about whether the number of users per subscriber will need to be limited. More information is also needed about whether the ability to transmit data to KW/PIN should be limited to designated users].*

The Subscriber Administrator will be created either by the KW/PIN Admin/Accounting user who sets up the account, or – for accounts created online – by the web user applying to create a new account. Additional subscriber users will be created by Subscriber Administrator user(s). KW/PIN Admin and Customer Service users will also be able to create users for a subscriber.

KW/PIN users are KW/PIN employees – Admin/Accounting, Customer Service, Data Consulting, etc. KW/PIN user(s) with the Administrator role will be able to create other KW/PIN users. *[More detail is needed about the types of KW/PIN user roles needed and their capabilities].*

Each PIN system user will have a unique user-defined name, user-defined password, one or more user roles, user status (active, deactivated), and an account identifying the subscriber or KW/PIN. *[More details need to be worked out about password and system security policies].*

Once created, each PIN system user will be able to maintain their password and other information (only Administrators, however, can maintain users’ status).

#### **Transmit lease payment history report to KW/PIN**

On a regular basis *[most likely monthly, but the frequency TBD. The frequency may vary with different subscribers]* subscribers will be expected to provide KW/PIN with payment history reports. For each lease *[More details are needed about what types of agreements will be included. For example, will loans be included]* the payment history report will include: the subscriber’s PIN account ID, the lessor’s customer ID for the lessee, the lessor’s lease ID; the lessee’s name, address, telephone number, and SIC code; and the lease start date, the lease amount, the current balance, the payment amount, the number of remaining payments, and the number of times the lessee has been 30-60, 60-90, and over 90 days late in paying. *[Additional analysis needs to be performed to identify any*

*other relevant data elements and develop definitions for each data element.]* Alternative lessee names and addresses may be stored in the database to help with matching records. In addition, the lessee's Employer Identification Number (EIN), DUNS number, or other credit bureau numbers will be included in the payment report if available. *[More analysis is needed about ID numbers that can be used to identify lessee's.]* The lessor's lessee ID and lease ID will never be disclosed to subscriber users. It will be collected primarily to facilitate data validation and verification. The lessee/lease IDs will be needed to verify and correct information with lessees and lessors. It will also help internally in match incremental report updates to existing PIN database records. Identifying the subscriber submitting the report is necessary to support the royalty feature where subscribers are paid (or credited) when data they supplied is queried.

Internally, each lessee and lease agreement will be given a unique PIN-generated key. These keys will be internal only and will not be used by users.

There will be at least two types of lease payment report loads: initial and incremental.

When a subscriber first signs up with the PIN Service, they will need to do an initial, one-time load of leases into the PIN system. This would probably involve 5 years of leases – thus it will include active and terminated leases. Because of the volume of data to be loaded initially, a mechanism – separate from the incremental load mechanism – will have to be developed. The main difference from the subscriber point of view will be that the extract from their leasing system would be different and the data would be transmitted to KW/PIN via mag tape rather than electronically. *[More analysis is needed to understand the probable data volumes involved in the initial loads.]*

Incremental loads will be performed regularly (probably monthly) by each subscriber. Subscribers will extract information about new leases booked that interim, leases active that interim, and leases terminated that interim. *[More analysis will need to be done about the data extraction rules. In addition, a set of data definitions will have to be provided each subscriber to assist them with correctly extracting the report data from their lease systems.]* The preferred method for transmitting incremental loads to KW/PIN will be the Internet (optional methods such as paper reports that could be OCR scanned by KW/PIN may have to be developed).

The subscriber will extract information from their leasing system into a file and transmit the file via the Internet to KW/PIN. The file –which will be treated as a batch – will include control records for validating the file. At KW/PIN the transmitted files will automatically be edit checked and loaded into the PIN database. Edit checks will evaluate individual records for data validity, consistency, and reasonableness; as well as checking batch controls. Records failing the edit tests will be flagged and suspended so subscribers cannot query against them. Information about each batch of reports loaded (like the subscriber providing the information, time and date, number of reports submitted, number of error-free reports, number of errors, etc.) will be maintained by the system. Valid records will be match with lessees and lease payment history reports already in the system *[Question: will payment history reports update previous interim's reports or be added to the PIN database. In other words, will prior reports be retained or updated/deleted? Rules need to be defined for what to do when records match but some of the data – ex. lessee address – has changed].* Subscribers' customer IDs and lease IDs will help in the data matching process. New lessee and new lease records will be added to the database. The load process will automatically generate load and edit reports to enable KW/PIN Data Consultants to monitor the process and the quality of the data.

The initial load process will operate the same as the incremental load process except that for performance reasons the data will be transmitted by tape rather than electronically, and the data loads can be scheduled by KW/PIN so as to not impact system users.

The data transmission load process is perhaps the most critical process to the success of the PIN Service. It must be extremely easy and reliable for the subscribers. KW/PIN will not provide subscribers with the software to extract data from their leasing systems, but it will have to provide detailed specifications for how the data is to be derived and the format for transmitting it to PIN. KW/PIN may have to develop and provide to subscribers some software routines to be used by subscribers to help them with the data transmission process.

*[Substantial analysis and design must go into this critical process, including:*

- *The data volumes to be transmitted and performance*
- *Transmission security and possible encryption.*
- *How to specify the data formats and the possible use of XML.*
- *How to schedule and manage the loads without impacting system users.*
- *The physical database design. How to optimize for loads and for queries.*
- *How to edit check and validate the data transmitted.*
- *Methods for matching records loaded with existing records in the PIN database.*
- *And other issues.*

*One area requiring special analysis will be how to handle different kinds of agreements and how to handle different kinds of lessee and lease changes. For example, what to do when the lessee's name address, or telephone number changes. Should the old information be maintained? How to handle takedowns, trade-ups, add-ons, early buyouts, partial early buyouts, suspensions, evergreen situations, rebookings, securitization. When to start and stop reporting on a lease? When it is booked, or when interim payments begin?*

*Another area requiring special attention is tools and methods for cleaning up the data and matching and combining information about the same lessee submitted by different lessors and multiple times by the same lessor. Name and address data is notoriously bad. It will be very important that each lessee be in the PIN database only once. Third-party tools used to clean-up name and address files may be evaluated to help with this process.]*

In addition to Interment transmission and mag tapes, alternate methods for entering lease payment reports may have to be developed. There will have to be a way for KW/PIN Data Consultants to enter reports manually. There may also have to be a way to OCR scan reports to enter them into the system.

#### **Data verification and validation**

After subscribers have transmitted lease payment reports, the KW/PIN Data Consultants will verify and validate the data. *[Question: Should all data entered be held in a suspension state until it has been approved and released before it can be queried against?]* Data Consultants will receive reports *[To be designed]* identifying errors and suspended data on each batch of data loaded. The Data Consultants will use these edit reports, and ad-hoc reports that they write to contact subscribers about data errors. The Data Consultants will periodically also contact lessees to verify information. The Data Consultants will be able to edit and correct data records, as well as enter missing data records. *[Analysis is required to determine what kinds of security and audit controls should be in place on data changes and entry.]* In addition, the Data Consultants will have an advanced query function and ad-hoc query and ad-hoc report writer tools to assist them. The advanced query feature will enable them to view a "list of similars" which regular subscribers cannot do.

#### **Subscriber inquiry about a lessee's lease payment history**

Subscribers will be able to inquire about a lessee's lease payment history by entering one or more of the following into a query request screen: the lessee's name, address, telephone number, Employment Identification Number (EIN), Duns number or other credit bureau ID. The PIN system will use the information provided (including partial names and addresses) to find the match to the query request. *[The inquiry feature is the key subscriber function of the system. The better the matching algorithm the better the system.]*

If the system cannot find a match to the subscriber's inquiry using the information input, or finds multiple matches, the user will be prompted to provide additional information or contact PIN Customer Service for assistance. The system will not provide subscribers with a list of near matches ("list of similars"). This is a key system feature to prevent subscribers from "fishing" the database looking for lessees. Only KW/PIN users will have an advanced query feature that assists them in finding a lessee by providing a list of similars.

When the system finds a single match to a subscriber's inquiry, it will display to the user the following information: the lessee's name, address, telephone number, SIC code; and for each lease the lessee has, the lease start date, the lease amount, the current balance, the payment amount, the number of remaining payments, and the number of times the lessee has been 30-60, 60-90, and over 90 days late in paying. The PIN system will compute and display summary information, including: high credit value, total lease balance, total current payments, and total number of times the lessee was late 30-60, 60-90, and over 90 days. *[Note: in the future additional types of computed information or optional levels of service, which provide additional computations like a payment score, may be developed.]* No information identifying the lessor will be divulged. The "Payment History Report (PHR)" screen will be read-only – although the user interface may be enhanced to permit users to sort the lease records by the different columns of information (ex. lease start date, high credit, current balance, payment amount, number of remaining payments). Using their browsers, users will be able to print the PHR page. *[More analysis is needed to determine if users need to be able to download the PHR report into their own systems and how that could be accomplished. Or if users should be restricted from being able to download the page information and how that can be restricted.]*

*[Note: it may be necessary to encrypt inquiry requests and results transmitted over the Internet.]*

The system will automatically store information about each inquiry attempted including: the account and user who made the inquiry, the time and date of the inquiry, the inquiry request information provided, whether the inquiry was successful or not, and if successful the lessee and lease records found. This information will enable the Data Consultants, Customer Service, and Administrators to look for patterns of inquiry abuse, see how the system is being used, and determine what kinds of problems users are having making inquiries that do not find matches. The information will also be used to charge subscribers for their usage of the system and to pay (or credit) subscribers for the data they submitted when it is queried on.

*[A second kind of subscriber inquiry may need to be developed that would enable programmatic inquiries via a PIN query API in addition to the interactive web inquiry interface. A programmatic interface would allow credit scoring services to query the PIN database, return the query result, and compute a credit score. Similarly lessor subscribers could enhance their lease systems to programmatically query the PIN database.]*

### **Customer Service**

Subscribers will be able to contact (via the telephone, email, or fax) KW/PIN Customer Service representatives for assistance in using the system or making an inquiry. The Customer Service representatives will be able to query the PIN database using the subscribers' query tool, and advanced query tool that provides a list of similars, and an ad hoc query tool. CS reps will also be able to query the system records of system queries to see how a subscriber tried to inquiry the system. CS reps will also be able to subscribers maintain subscriber user information, assist with passwords, and lookup subscriber account information.

### **Monitor system usage**

KW/PIN Data Consultants, Customer Service, and Administrators will be able to monitor subscriber use of the system by querying the system records of user inquiries and data loads. This will be important for improving the service and detecting patterns of system abuse. To do this they will be provided some standard reports, standard queries, and ad hoc query and report tools.

### **Bill for PIN Service**

KW will bill monthly subscribers for the PIN service. *[Billing algorithms have not yet been determined, but might include monthly service fees, per user fees, and per inquiry fees. Fee structures may include volume discounts. Fee rates may be standard or custom negotiated.]*

Billing and invoicing will be performed outside the PIN system. Admin/Accounting will generate billing reports that will provide them with the information necessary to enter into an Accounts Payable/Billing system.



Subscribers, Customer Service, and Admin/Accounting will be able to inquire into the subscriber's billing rate and usage information *[Should this feature be restricted to Subscriber Administrators only?]*

*[Should Customer Service and/or Admin/Accounting be able to adjust a subscriber's usage information to correct for billing errors or system problems? Should the PIN system store information about charges billed to subscribers and subscribers' balances?]*

#### **Distribute royalty payments/credits to subscribers for data provided**

As an incentive, KW may negotiate agreements with some subscribers to pay (or credit) them when data they have supplied is queried on. These royalty payments/credits will be done outside the PIN system. Admin/Accounts will be able to generate a report that provides them with the royalty information necessary to enter into an Accounts Receivable/Billing system.

*[Question: Is it necessary to have the ability for subscribers and/or Admin/Accounting to inquire on subscribers' royalty information?]*

#### **Log on the PIN Service system**

Each PIN system user will have to log on to the PIN system in order to use it. The system will authenticate user names and passwords. Once authenticated, users will be able to perform authorized functions based on their account (subscriber or KW) and role(s) (ex. Administrator).

*[Policies need to be defined regarding user name and password encryption, requiring users to periodically change their passwords, and who is authorized to change or reset a user's password.]*

*[Features to help users remember their passwords may have to be developed to make the system easy to use. One approach involves saving the user's password in a "cookie" file on their computer. Also procedures for assisting users who cannot remember their password need to be developed. One approach is emailing or calling Customer Service and answering a personal question in order to receive your password or a new password via email, telephone, or resetting the system.]*

#### **Inquire on PIN Service Subscriber account information**

*[To be defined]* Subscribers, Customer Service, Admin/Accounting, and Data Consulting may require the ability to inquire about a subscriber's account information – including name, address, contacts, billing and royalty information, users, system usage (inquiries), data loaded, and/or billing, royalty, and balance information. This inquiry capability may be restricted to certain user roles – like Subscriber Administrators.

#### **Maintain PIN Service Subscriber account information**

Subscriber Administrators, Customer Service, and Admin/Accounting will be able to update subscriber account information. Subscriber Administrators will be able to update basic subscriber information such as address, contacts, bill to address, etc. They will not be able to modify billing or royalty rate information. Customer Service and Admin/Accounting will be able to update basic subscriber account information and subscriber's billing and royalty rate information. Customer Service and Admin/Accounting will also be able to update a subscriber's status (ex. activate or deactivate a subscriber).

#### **Maintain authorized PIN Service user information**

Users will be able to change their log on passwords. Subscriber Administrators and Customer Service will be able to inquire and update user information, roles, and status (active, deactivated), and reset passwords (but not change them).

**Tour PIN Service**

Web users (including users who are not authorized PIN system users) will be able to tour the PIN Service. The tour will display a series of static web pages that explain how the PIN Service works.

**Contact KW**

Web users (including users who are not authorized PIN system users) will be able contact KW by sending a web email message to KW.

**Link to ELA web site**

Web users (including users who are not authorized PIN system users) will be able link to the Equipment Leasing Association (ELA) web site via a URL link in the PIN web site.

**Monitor and Manage PIN System**

Using external tools – like web site monitors, network monitors, database monitors, security monitors, and server monitors – the PIN system Administrator(s) and the PIN system operators will monitor and manage system performance, capacity, problems, and security.

**System Backup and Recovery**

Using system utilities the PIN system Operators will regularly make backup copies of the PIN application software and data, store these copies in a secure site, maintain and test recovery plans, and be able to restore the PIN application software and/or data.

**Data Archiving**

Policies will be developed regarding when data can be deleted from the active PIN system database and archived. PIN system Operators will periodically archive PIN application data according to the established archival policies.

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